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May 9, 2002

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

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05/14/02--01032--013

*****78.75 *****78.75

Subj: Incorporation of Tri-Wheeler Holdings Company, Inc.

Dear Sir:

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$78.75 to cover the filing fee.
3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Express Legal Services, Inc., 129 W. Hibiscus Blvd, Melbourne, FL 32901; (321) 729-6399

Thank you for your assistance in this matter.

Sincerely,



STEVE VANDERJAGT

FILED
02 MAY 14 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Tri-Wheeler Holdings Company, Inc.

ARTICLE I. NAME

The name of this corporation is
Tri-Wheeler Holdings Company, Inc.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of
transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of
\$1.00 par value common stock, which shall be designated
"common shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new
stock of this corporation of the same kind, class or series
as that which he already holds, shall have the right to
purchase his pro rata share (as nearly as may be done without
issuance of fractional shares) at the price at which it is
offered to others.

FILED
02 MAY 14 PM 1:03
STATE
TALLAHASSEE, FLORIDA

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2087-A Sarno Rd., Melbourne, Florida 32935 and the name of the initial registered agent of this corporation at that address is ALLEN MILLER.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

ROGER LEWIS	STEVE VANDERJAGT
1207 Bay Dr. E	3890 Burton Rd.
Indian Harbour Beach, FL 32937	Valkaria, FL 32950

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 3670 Dixie Hwy. NE, Suite 1, Palm Bay, FL 32905, and the mailing address of the corporation is P.O. Box 500394, Malabar, FL 32950.

ARTICLE IX. INCORPORATOR

The name and address of the person signing these articles are:

STEVE VANDERJAGT
3890 Burton Rd.
Valkaria, FL 32950

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 9th day of May, 2002.

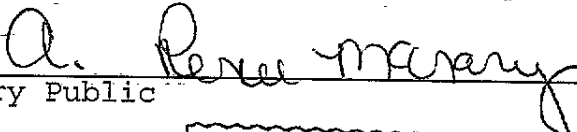

STEVE VANDERJAGT

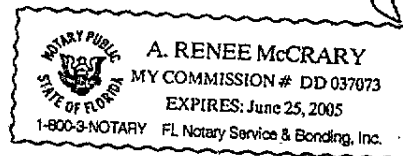
STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared STEVE VANDERJAGT to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 9th day of May, 2002.

FL/OL


Notary Public




DESIGNATION
AS
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034,
Florida Statutes, the following is submitted:

That Tri-Wheeler Holdings Company, Inc., desiring to
organize under Statutes of the State of Florida, with its
principal office at 3670 Dixie Hwy. NE, Suite 1, Palm Bay,
Florida 32905, has named ALLEN MILLER, located at 2087-A
Sarno Rd., Melbourne, Florida 32935, as its agent to accept
service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above named Corporation, at the place designated in this
certificate, the undersigned agrees to act in this capacity,
and agrees to comply with the provisions of Florida law
relative to keeping the designated office open.


ALLEN MILLER
Registered Agent

FILED
02 MAY 14 PM 1:03
SECTION 607.034
TALLAHASSEE, FLORIDA